Permit #F00031985

FilmL.A., Inc.
1201 W. 5th Street, Suite T-800
Los Angeles, CA 90017
t: (213)977-8600 - f: (213)977-8601
www.filmla.com

Summary Information

Permit No: F00031985 **Type of Permit:** FILMING **Release Date:** 09/28/2010

Production Company HSI PRODUCTIONS

Insured Company Name HSI PRODUCTIONS
Contact Phone No. 1 310-558-7100
Contact Phone No. 2
Fax 310-558-7101
Address 3630 EASTHAM DR
CULVER CITY, California 90232

Production Title N M

Type of Production Music Video

Producer Dawn Rose

Director Diane Martel

1st AD Ryan Lippent

Production Manager Pepper Carlson

FilmL.A. Coordinator Naomi Kajiyama

Location Manager Ron Shino
Primary Phone Mobile - 818-281-2589
Secondary Phone Office - 310-558-7100

Location Assistant Ron Shino
Primary Phone Mobile - 310-558-7100
Secondary Phone

Fees

FILMLA FILM APPLICATION FEE	$625.00
LA COUNTY - BEACH USE	$400.00
LA COUNTY FIRE REVIEW	$104.00
LA CITY FIRE DEPARTMENT SPOT CHECK SURCHARGE	$85.00

Total Permit Fee $1,214.00

Number of Locations 2

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Summary Information — Location

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Production Company HSI PRODUCTIONS
Insured Company HSI PRODUCTIONS
Production Title N M

Location Manager Ron Shino
Primary Phone Mobile - 818-281-2589
Secondary Phone Office - 310-558-7100

Location Address 301 Loma Metisse Rd, Calabasas, CA, 91302

Location Type Private Residence

Prep Dates 9/29/2010 - 9/29/2010 07:00 - 22:00

Film Dates 9/30/2010 - 9/30/2010 07:00 - 22:00

Open or Closed to the Public Closed

Generic Conditions
All vehicles must be parked on private property
No Cast and Crew parking on areas streets.
No interference with merchant activity
No interference with vehicular or pedestrian traffic

Please see attached document HSI.NM.31985.AL.pdf

Equipment on Location

Type	Quantity
Cast/Crew vehicles	50
Cube Trucks	6
Generator	1
Picture vehicles	4
Stakebed Trucks	1
Vans	4

Personnel on Location

Type	Quantity
Cast	2
Crew	55
LA County FSA assigned	1

Filming Activities Atmospheric Smoke Effects; Interior and exterior dialogue; Interior and exterior performance and playback; Picture cars in driveway and in front of house, moving slightly; All on property;

Jurisdiction **Political:** Los Angeles County - Supervisor District 3 **Police:** Los Angeles County Sheriff **Fire:** Los Angeles County

Thomas Guide **Page:** 629 **Grid:** C1

Coordinator Note Playback must be kept at moderate levels so as not to disturb nearby residents; Noise concerns must be addressed by noise reduction and/or discontinuance of offending behavior

Coordinator Note Must contact HOA and homeowners for access and activities and equipment/vehicle placement on private roads/sidewalks

Coordinator Note 2036-67 / FSA required

Parking

Base Camp
Location Type : Private Parking Lot
Street : 1900 Rambla Pacifico

Crew Parking
Location Type : Private Parking Lot
Street : 1900 Rambla Pacifico

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Summary Information — Location

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Production Company HSI PRODUCTIONS
Insured Company HSI PRODUCTIONS
Production Title N M

Location Manager Ron Shino
Primary Phone Mobile - 818-281-2589
Secondary Phone Office - 310-558-7100

Location Address 1800 Ocean Front Walk, Los Angeles, CA 90291

Location Name VENICE BEACH

Location Type Beach

Film Dates 9/29/2010 - 9/29/2010 10:00 - 22:00

Open or Closed to the Public Open

Generic Conditions
Must comply with attached Beaches and Harbors Conditions
No Cast and Crew parking on areas streets.
No interference with merchant activity
No interference with vehicular or pedestrian traffic

Please see attached documents
BEACHES and HARBORS VENICE BEACH CONDITIONS July 2009.pdf
COUNTY PARKING LOT GUIDELINES.pdf
VENICE BEACH VENICE BL. LOT.pdf
VENICE BEACH ROSE LOT.pdf
VENICE BEACH WASHINGTON LOT.pdf
Venice Area January 2010.pdf

Equipment on Location

Type	Quantity
Cast/Crew vehicles	50
Cube Trucks	6
Generator	1
Stakebed Trucks	1
Vans	4

Personnel on Location

Type	Quantity
Cast	2
Crew	55

Filming Activities Exterior Dialogue; Exterior Performance and Playback; Gators on sand for equipment transportation;

Jurisdiction **Political:** Los Angeles County - Supervisor District 3 **Police:** Los Angeles County Sheriff **Fire:** Los Angeles City

Thomas Guide **Page:** 672 **Grid:** G6

Location Notes
All production companies must contact parking management prior to film date and make arrangements for parking, payments and staffing (see parking lot guidelines attached). All production vehicles must display a parking receipt on dashboard of vehicles and must only enter lots during approved/authorized dates and times. Failure to display parking receipts on dashboard of vehicle or unauthorized entry will result in a parking citation.
No parking, blocking and/or staging in handicap spaces, electric charging stations or Pay & Display machines.
All companies must contact PCI (310) 821-1081 prior to film date to make arrangements for parking (see parking guidelines)

Approvals
LOS ANGELES COUNTY DEPARTMENT OF BEACHES & HARBORS — Marisol Camey
LOS ANGELES POLICE DEPARTMENT — Suzan Nelson

Coordinator Note
No staging, blocking or filming at North or South Pier entrance
Emergency access-way must be kept clear at all times

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Summary Information — Location

Permit Number	F00031985	**Location Manager**	Ron Shino
Production Company	HSI PRODUCTIONS	Primary Phone	Mobile - 818-281-2589
Insured Company	HSI PRODUCTIONS	Secondary Phone	Office - 310-558-7100
Production Title	N M		

Coordinator Note FILMING NEAR DRIFTWOOD & BUCCANEER TOWERS
No water activity
Gators are for equipment transportation only and must be returned to parking lot when not in use
Must obtain a separate permit for activities and equipment/vehicle placement on Venice Pier

Coordinator Note Playback must be kept at moderate levels so as not to disturb nearby residents; Noise concerns must be addressed by noise reduction and/or discontinuance of offending behavior

Parking

Base Camp
Location Type : LA County Parking lot
Street : PCI Lot - Washington (50 spaces for equipment vehicles) 0800-2200 hrs

Crew Parking
Location Type : LA County Parking lot
Street : PCI Lot - Washington (50 spaces for cast/crew cars) 0800-2200 hrs

NOT A PERMIT

Appointment of Pacific Production Services
As Authorized Agent and Representative

I certify that I am a representative of HS1 Productions ("Principal") and am authorized to enter into binding contractual agreements on its behalf. I further certify that I am authorized by Principal to appoint other representatives and agents for Principal and to give such representatives and agents authority to enter into and bind Principal to agreements relating to the issuance of and compliance with location film (e.g. theatrical, television, commercial and other motion picture filming) and still photographic permits, including the permits themselves and any riders to such permits. Acting on behalf of Principal in my capacity as its authorized representative, I appoint Pacific Production Services and its employees and agents ("PPS") as Principal's authorized representatives and agents to apply for location film (e.g. theatrical, television, commercial and other motion picture filming) and still photographic permits on behalf of Principal through FilmLA, Inc. for any city, county or through any other jurisdictions where FilmLA, Inc. operates, to negotiate, discuss, accept, modify, agree to and bind Principal to the terms and conditions of such permits (including all restrictions and/or community guidelines applicable to any such permit); and to execute such permits on behalf of Principal. Principal understands, acknowledges and agrees that it (and/or its insurer) remains responsible and liable for all obligations imposed by or incidental to any permit or rider issued to Principal signed by any employee or agent of (including any coordinator, runner or messenger used by) PPS. Principal further agrees to comply with the terms and conditions of any such permits and hereby appoints PPS as an authorized representative to facilitate compliance with such terms and conditions following issuance of any such permits and to enter into agreements for Principal with respect thereto. Any person, agency, entity, or organization (including FilmLA, Inc. and any city, county or other jurisdictions where FilmLA, Inc. operates) may rely upon this appointment and need not obtain further authorization for any act described herein. An original or faxed copy of this appointment shall be sufficient, and may be treated as an original for your purposes. The appointment may be revoked by Principal at any time in writing delivered to FilmLA, Inc., but in any case shall expire one (1) year from the date of execution set forth below.

I declare under penalty of perjury under the laws of the State of California that I am authorized to appoint PPS as agent for Principal, and based upon that authority I hereby appoint PPS as Principal's agent as set forth herein.

Date: 7/22/10

Representative's Signature

Brooke Lawrence

Representative's Name (Please Print)

Production Supervisor

Representative's Title (Please Print)

HS1 Productions

Name of Principal (i.e. company name) (Please Print)

3130 Eastham Dr.
Culver City CA 90232

Principal's Mailing Address (Please Print)

310 558-7100

Principal's Phone Number (Please Print)

Pacific Production Services
Eric Nichols, President
6513 Hollywood Blvd, Suite 214
Hollywood, CA. 90028
323-465-9179 Fx. 323-465-9869

NOT PERMITTED

Special Filming Conditions for Los Angeles County Beaches

VENICE BEACH

The Special Filming Conditions described below will be included in the terms and conditions of permits issued for filming in this area and are in addition to the standard terms and conditions applicable to filming permits generally. While these Special Filming Conditions will be included as terms if a permit for filming in this area is issued, they are not intended to, and do not, establish the criteria or standards for determining whether or not a particular permit (or permits) will be issued for this area. The decision whether or not a particular permit (or permits) will be issued is vested in the discretion of the appropriate City or County department or their designees (including FilmL.A., Inc.), to be exercised consistent with public health, safety and general welfare, and applicable land-use ordinances.

These conditions have been drafted by the Los County Department of Beaches & Harbors to help facilitate filming on Los Angeles County Beaches.

- No parking in handicap spaces at any time. May not block public or emergency access at any time.
- May not interfere with lifeguard, maintenance or scheduled beach activities or special events at any time.
- Companies must make parking arrangements for parking in LA County parking lots through Parking Concepts, Inc (PCI) prior to first film date. **For the Venice BL & Rose Av lots: No arrival prior to 7:00 AM or staying past 10:00 pm unless a survey of the residential buildings has been obtained. For the Washington BL lot: Companies will not be allowed into the lot prior to 7:00 AM or after 10:00 PM (No Exceptions).** Sign removal in LA County parking lots is prohibited.
- **Lifeguard towers must be indicated on permit.**
- No catering or craft services allowed on pedestrian walkways or bike path.
- No animals allowed unless prior approval from Beaches & Harbors and FilmL.A. and indicated on permit. *All dogs must remain on leashes and off sand when not filming.*
- **NO DRIVING SCENES ALLOWED ON SAND. Use of 4-wheel drive vehicles on the beach is approved for equipment transporting only. No joy riding on vehicles on the beach at any time. Vehicle speed is limited to 5 mph at all time**
- **Equipment vehicles larger than 33 feet in length parking in the Venice Boulevard Beach parking lot must have flagman for safety purposes when crossing over the bike path. Companies may also be required to pay for a parking attendant.**
- **Equipment vehicles may not park on bike path that goes through the Venice Boulevard beach parking lot at any time.**
- Digging holes less than five (5) feet deep must be approved by Beaches & Harbors and indicated on the permit. Holes deeper than five (5) feet will require Cal Osha approval (213) 576-7641 with written approval to Beaches & Harbors.
- If use of maintenance or lifeguard personnel is required, it must be reflected on the permit and call times indicated. ***Lifeguards require 24 hour notice to be hired with a 4 hour minimum requirement. Maintenance also requires 24 hour notice to be hired.*** *A County Lifeguard is required for any filming that occurs on a beach or parking lot after hours (2200-0600 hrs). There is a 4 hour minimum and an additional 8 hours for all after hours filming.*
- Tent use must be indicated on permit. *No staking into parking lot. Sandbags must be used.*
- **All equipment must be 10 feet from bike path. Companies must fly cables over bike path.**
- **Generator(s) must be placed facing the water side of the parking lot.**
- **For Automobile commercials: The filming allowed under this permit shall not include promotional material, which implies endorsement by Department of Beaches & Harbors, nor can it depict identifiable Beach features or structures, which convey that implication.**
- **Companies must keep base of Venice Pier clear of all equipment and persons while filming on the pier.**
- **Emergency access areas (marked in red) can not be used at any time (No exceptions).**

NOT A PERMIT

NOT A PERMIT

PARKING LOT GUIDELINES
FOR THE USE OF COUNTY PARKING LOTS
OPERATED BY PARKING MANAGEMENT COMPANY

- **THE PRODUCTION COMPANY IS PROHIBITED FROM PARKING IN DISABLED PARKING SPACES, SHORT-TERM METERED OR BLOCK ANY PAY STATIONS AT ANYTIME (NO EXCEPTIONS).**

- The production company may not block public or emergency access or park vehicles in any front row adjacent to local businesses at Venice Beach at any time (see parking lot maps).

- A walk through is to be conducted after the production company has parked all of its vehicles. This walk through is to be done by the location manager (or designated representative) and a parking contractor supervisor to determine the exact number of spaces being utilized and that number is called into the parking contractor's office. The location manager must make arrangements to meet again with the parking contractor supervisor at a designated time to confirm spaces prior to vacating the parking lot and again that number is called into the parking contractor's office.

- The production company will be invoiced for any additional spaces occupied by cast/crew members' cars, equipment vehicles and coned-off spaces.

- Production companies wanting to use parking spaces at one of the parking contractor operated parking lots on the beach or in the Marina del Rey area must contact the parking contractor directly (310.821.1081) and speak with office management. Normal business hours are Monday through Friday, 8am to 5pm.

- Parking fees are **not** included on film permits. A film permit number must be provided to the parking contractor and the contractor will provide the production company **estimated charges** for the use of the parking lot(s). Payment arrangements must be made with the parking contractor directly at least one business day prior (and before 4pm) for the use of the parking lot(s).

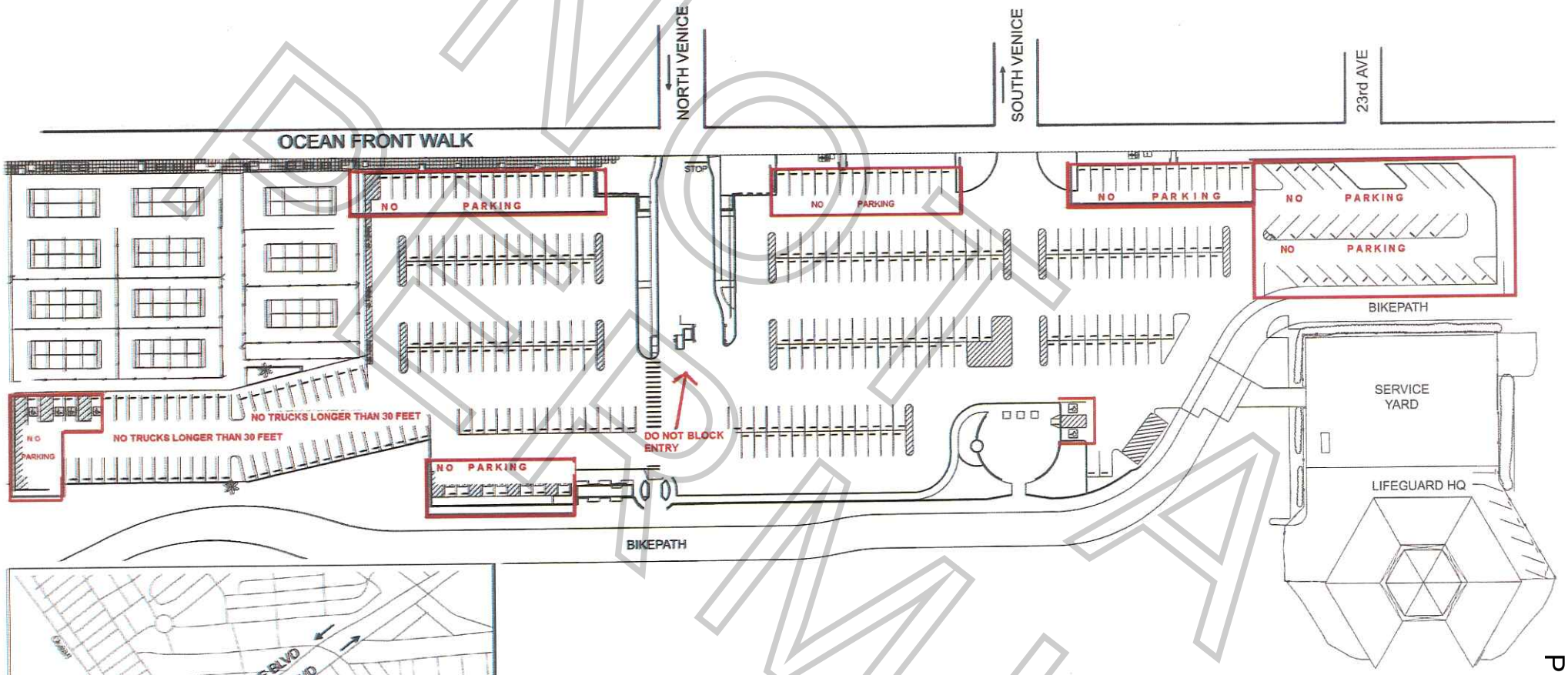
- Cancellations of a parking contract must be done at least one day prior. Refunds will be given within ten to twelve weeks.

- A parking contract does not constitute a film permit.

FilmLA 3/24/2010

NO FEE PERMIT

VENICE CITY BEACH
VENICE BLVD PARKING LOT



Map not to scale.

REGULAR SPACES	32
DISABLED	3
TOTAL	35

L.A. COUNTY DEPARTMENT OF BEACHES AND HARBORS Revised 10 / 2008 by CLS

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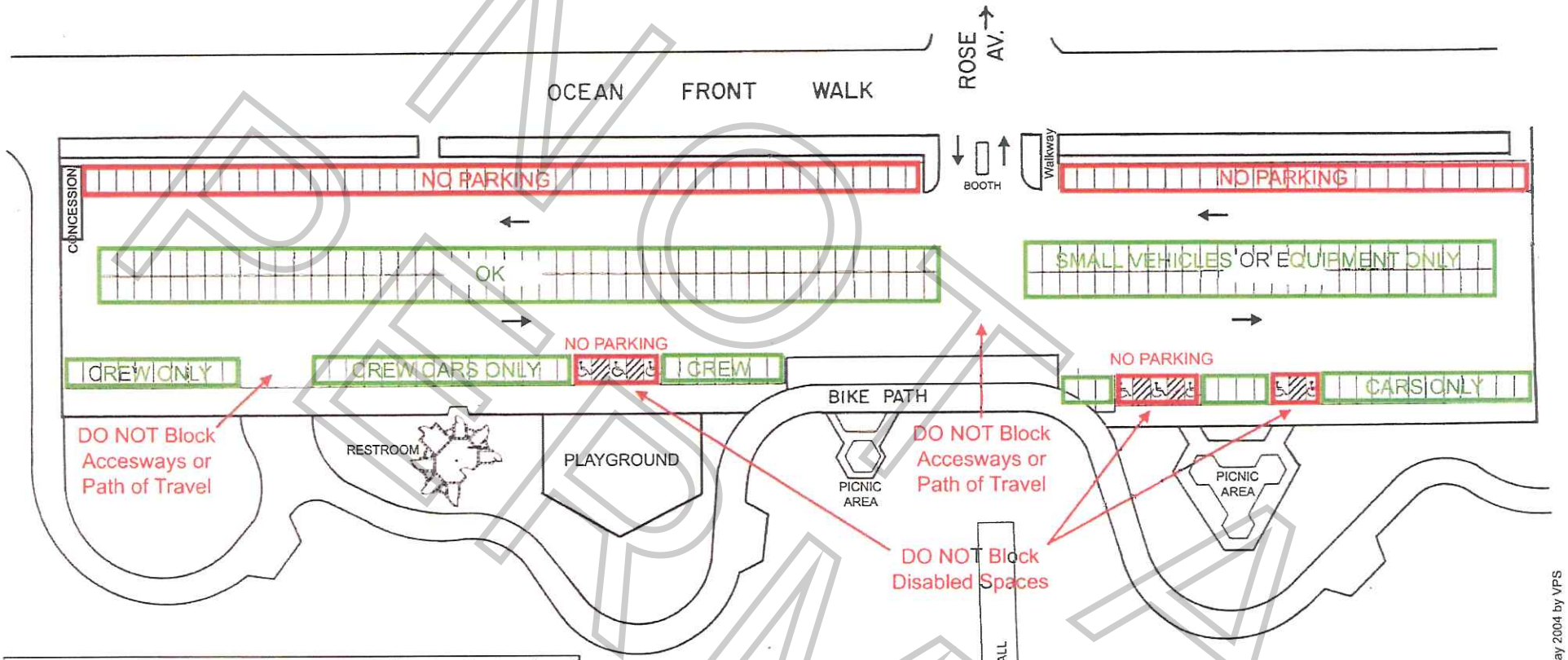
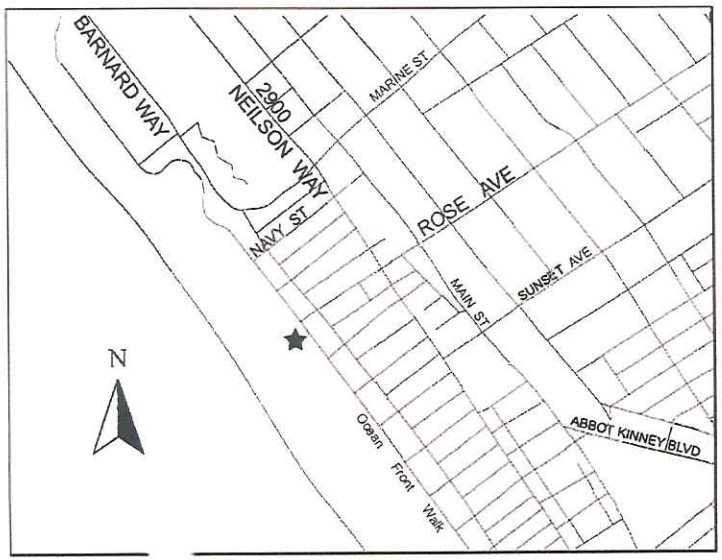
PERMIT

Permit #F0003198

VENICE CITY BEACH
ROSE AVE PARKING LOT - FILMING AREAS





Map not to scale.

REGULAR SPACES	280
DISABLED	8
TOTAL	288

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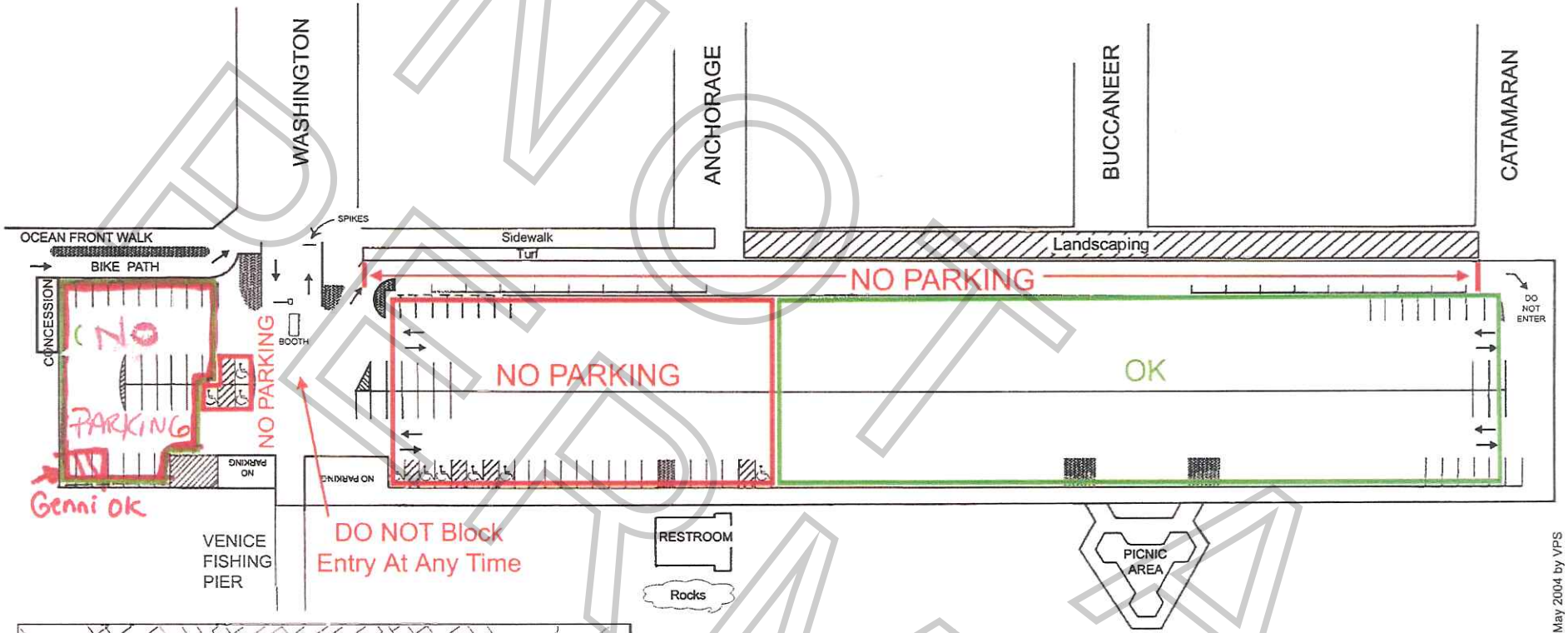
L.A. COUNTY DEPARTMENT OF BEACHES AND HARBORS [illegible]ed 5 / 2002 by CLS

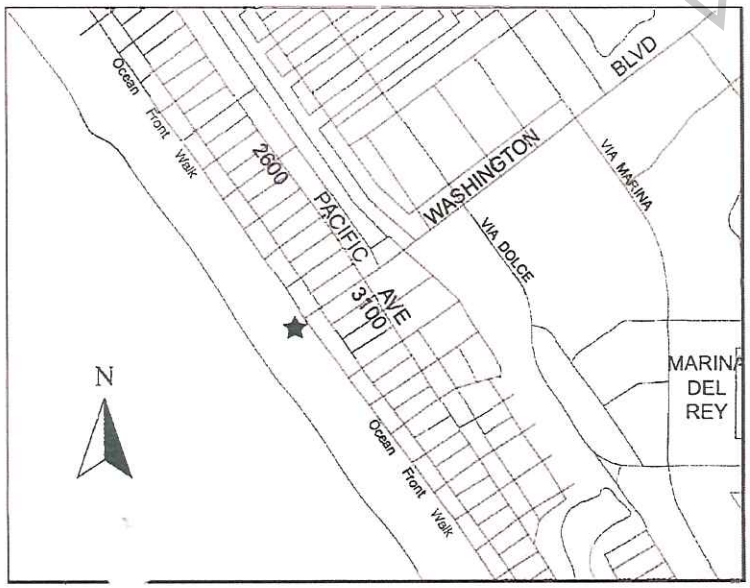
Filming delineations May 2004 by VPS

Permit #F00031985

PROOF

VENICE CITY BEACH
WASHINGTON BLVD PARKING LOT - FILMING AREAS





Filming delineations May 2004 by VPS

REGULAR SPACES	371
DISABLED	9
TOTAL	380

L.A. COUNTY DEPARTMENT OF BEACHES AND HARBORS — Revised 10 / 2003 by CLS

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PERMIT
Permit #F00031985

SPECIAL FILMING CONDITIONS
VENICE AREA

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For purposes of these guidelines the Venice area is Santa Monica City limits to the north, Lincoln Boulevard to the East, Pacific Ocean to the west and Washington Boulevard to the South (including the Strand which is Pacific Avenue, Washington Boulevard, Via Marina, and the Pacific Ocean)

- **Affected residents and merchants must be notified at least two (2) days in advance of the first day of filming or the first day of any substantial set preparation.** *Permit requests must be submitted at least three (3) days in advance.*

- **Filming on holidays and weekends is generally not permitted**, especially during the summer. Exemptions may be granted on a case-by-case basis. Factors such as size of company, exact location and scope of intended filming, time of year, and anticipated impact on local parking will be considered when reviewing requests for such exemptions.

- **No vehicles shall be driven or parked on Ocean Front Walk between the hours of 10:00 a.m. and 7:00 p.m**. unless approved by The Department of Recreation and Parks.

- **Speedway shall not be used for parking of vehicles or equipment and must remain open to emergency vehicles.**

- **All vehicles and equipment (including private automobiles) associated with the production company shall be legally parked unless specific exemption is granted by the film permit.** No vehicles or equipment shall be permitted to park on Ocean Front Walk or the Venice Recreation Area property unless approved by The Department of Recreation and Parks. The use of private parking lots is strongly encouraged. Publicly owned parking lots in the area are managed by PCI parking and must be added to the filming permit and cleared with the appropriate agency.

- **Use of Los Angeles County beach parking lots have the following restrictions:**

    - **The Washington Boulevard lot is restricted to parking only between 7:00 a.m. and 10 p.m**. No community survey will be allowed for additional hours.
    - **Rose Avenue and Venice Boulevard lots require a community survey from affected residential buildings for any activity (parking or filming) prior to 7:00 a.m or after 10:00 p.m.**

- **Traffic control on all area streets shall be limited to a maximum of two (2) minutes.**

- **It is the responsibility of the production company to deploy sufficient police officers to ensure that traffic flow in the area is not unreasonably hindered.**

- **Additional Special Filming Conditions apply to filming on Washington Boulevard between Pacific Avenue and the Venice Pier, Abbot Kinney Boulevard, and Venice Beach.**

FilmL.A. Inc. DRAFT